

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

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In re the Application of

Cioffi et al. (TI-27725.4)

Conf. No. 3957

Serial No. 10/052,964

Group Art Unit: 2662

Filed: January 17, 2002

Examiner:

For: Method and Apparatus for Coordinating Multi-Point to Point Communications in a Multi-Tone Data Transmission System

MAY 03 2005

TERMINAL DISCLAIMER

Commissioner for Patents

P.O. Box 1450

Alexandria, VA 22313-1450

Dear Sir:

1. Texas Instruments Incorporated, a Delaware corporation, states that it is the assignee of the entire right, title, and interest in this patent, by virtue of an assignment from the inventors of this patent application to Amati Communications Corporation of its parent application S.N. 08/913,210, now U.S. Patent No. 6,473,438, through which this patent claims priority, such assignment recorded in the United States Patent and Trademark Office at Reel 012526, Frame 0880, and by virtue of the merger of Amati Communications Corporation with and into Texas Instruments Incorporated, as evidenced by the enclosed copy of the Certificate of Ownership and Merger, such Certificate filed with the Office of the Secretary of State of the State of Delaware on October 1, 2001.

2. The undersigned, whose title is supplied below, is authorized to act on behalf of Texas Instruments Incorporated.

3. Texas Instruments Incorporated hereby disclaims, except as provided below, the terminal part of any patent granted on this application which would extend beyond the

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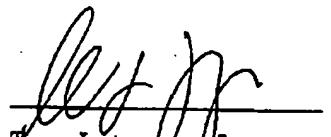
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expiration date of the full statutory term of U.S. Patent No. 5,557,612 or of U.S. Patent No. 5,680,394 (the "prior patents") as the term of each of the prior patents is defined in 35 U.S.C. §154 and 35 U.S.C. §173, and as the term of the prior patents is presently shortened by any terminal disclaimer. Texas Instruments Incorporated agrees that any patent so granted on this patent application shall be enforceable only for and during such period that it and each of the prior patents are commonly owned. This agreement runs with any patent granted on this application and is binding upon the grantee, and its successors or assigns.

4. In making this disclaimer, Texas Instruments Incorporated does not disclaim the terminal part of the term of any patent granted on this application that would extend to the expiration of the full statutory term as defined in 35 U.S.C. §154 and 35 U.S.C. §173 of the prior patents, "as the term of the prior patents is presently shortened by any terminal disclaimer", in the event that either of the prior patents later:

- a. expires for failure to pay a maintenance fee;
- b. is held unenforceable;
- c. is found invalid by a court of competent jurisdiction;
- d. is statutorily disclaimed in whole or terminal disclaimed under 37 C.F.R. §1.321;
- e. has all claims canceled by a reexamination certificate;
- f. is reissued; or
- g. is in any manner terminated prior to the expiration of its full statutory term as presently shortened by any terminal disclaimer.

5. I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application of any patent issued thereon.



Texas Instruments Incorporated
By: Warren L. Franz
Its: Deputy General Patent Counsel

Date: 3 MAY 2005

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AMATI COMMUNICATIONS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "TEXAS INSTRUMENTS INCORPORATED" UNDER THE NAME OF "TEXAS INSTRUMENTS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2001, AT 8:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0368223 8100M

AUTHENTICATION: 1373536

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DATE: 10-03-01

EXHIBIT A

FBNW RICHARDS, LAYTON, & FINGER P1

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
AMATI COMMUNICATIONS CORPORATION
WITH AND INTO
TEXAS INSTRUMENTS INCORPORATED**

Pursuant to Section 253 of the
General Corporation Law
of the State of Delaware

Texas Instruments Incorporated, a Delaware corporation, (the "Company") does hereby certify to the following facts relating to the merger (the "Merger") of Amati Communications Corporation, a Delaware corporation, (the "Subsidiary") with and into the Company, with the Company remaining as the surviving corporation:

FIRST: The Company is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Company, by the following resolutions duly adopted at a meeting of the Board on July 19, 2001, determined to merge the Subsidiary with and into the Company pursuant to Section 253 of the DGCL:

RESOLVED, that the Board of Directors of the Company has deemed it advisable that Amati Communications Corporation (the "Subsidiary") be merged with and into the Company pursuant to Section 253 of the General Corporation Law of the State of Delaware; and it is

FURTHER RESOLVED, that the Subsidiary be merged with and into the Company (the "Merger"); and it is

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FROM RICHARDS, LAYTON, & FINGER #1

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FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Company shall remain unchanged and continue to remain outstanding as one share of common stock of the Company, held by the person who was the holder of such share of common stock of the Company immediately prior to the Merger; and it is

FURTHER RESOLVED, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be cancelled and no consideration shall be issued in respect thereof; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be and they hereby are authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Company, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger; and it is

FURTHER RESOLVED, that the Merger shall be effective upon the date of filing of the Certification of Ownership and Merger with the Secretary of State of the State of Delaware; and it is

FURTHER RESOLVED, that the appropriate officers of the Company be, and each hereby is, authorized on behalf of the Company to do all things and to take any other actions in furtherance of the foregoing resolutions as such officer may deem necessary or appropriate.

FOURTH: The Company shall be the surviving corporation of the Merger.

FIFTH: The Restated Certificate of Incorporation of the Company as in effect immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28 day of September, 2001.

FROM RICHARDS, LAYTON & FINGER #1

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TEXAS INSTRUMENTS INCORPORATED

By:

Daniel M. Drosdow
Name: Daniel M. Drosdow
Office: Assistant Secretary